

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC, AS
ADMINISTRATIVE AGENT TO THE DEBTORS, FOR THE
PERIOD FROM FEBRUARY 1, 2021 THROUGH FEBRUARY 28, 2021**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative agent to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

February 1, 2021 through February 28, 2021 (the “**Statement Period**”). In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$1,413.88 and payment of \$1,131.10, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Agent Services to:	Debtors and Debtors in Possession
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	February 1, 2021 through February 28, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$1,413.88 ²
80% of compensation sought as actual, reasonable and necessary:	\$1,131.10
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00
Total amount to be paid at this time:	\$1,131.10

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

Prior Monthly Statements

Date Filed; Docket No.	Period Covered	Requested		Approved		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
4/15/19; Docket No. 3193	10/15/18 – 11/30/18; 2/1/19 – 3/31/19	\$6,493.55	\$0.00	\$6,493.55	\$0.00	N/A
5/23/19; Docket No. 4013	4/1/19 – 4/30/19	\$2,223.55	\$0.00	\$2,223.55	\$0.00	N/A
6/28/19; Docket No. 4393	5/1/19 – 5/31/19	\$14,577.85	\$0.00	\$14,577.85	\$0.00	N/A
7/30/19; Docket No. 4654	6/1/19 – 6/30/19	\$8,266.65	\$0.00	\$8,266.65	\$0.00	N/A
8/30/19; Docket No. 5039	7/1/19 – 7/31/19	\$207,219.25	\$1,149.47	\$207,219.25	\$1,149.47	N/A
9/27/19; Docket No. 5245	8/1/19 – 8/31/19	\$150,629.50	\$2,160.76	\$150,629.50	\$2,160.76	N/A
10/30/19; Docket No. 5530	9/1/19 – 9/30/19	\$56,787.85	\$1,174.35	\$56,787.85	\$1,174.35	N/A
11/27/19; Docket No. 6107	10/1/19 – 10/31/10	\$31, 623.90	\$316.88	\$31, 623.90	\$316.88	N/A
12/13/19; Docket No. 6205	11/1/19 – 11/30/19	\$109,336.15	\$640.92	\$109,336.15	\$640.92	N/A
1/30/20; Docket No. 6795	12/1/19 – 12/31/19	\$76,064.80	\$142.55	\$76,064.80	\$142.55	N/A
2/20/20; Docket No. 7312	1/1/20 – 1/31/20	\$9,838.67	\$0.00	\$9,838.67	\$0.00	N/A
3/23/20; Docket No. 7504	2/1/20 – 2/29/20	\$4,583.81	\$30.00	\$4,583.81	\$30.00	N/A
4/20/20; Docket No. 7833	3/1/20 – 3/31/20	\$2,220.68	\$0.00	\$2,220.68	\$0.00	N/A

6/25/20; Docket No. 8051	4/1/20 – 5/31/20	\$1,693.22	\$0.00	\$1,693.22	\$0.00	N/A
8/5/20; Docket No. 8352	6/1/20 – 6/30/20	\$495.88	\$0.00	\$495.88	\$0.00	N/A
8/28/20; Docket No. 8408	7/1/20 – 7/31/20	\$5,353.04	\$70.00	\$5,353.04	\$70.00	N/A
9/30/20; Docket No. 8467	8/1/20 – 8/31/20	\$5,711.86	\$0.00	\$5,711.86	\$0.00	N/A
10/30/20; Docket No. 9055	9/1/20 – 9/30/20	\$2,437.05	\$0.00	\$2,437.05	\$0.00	N/A
11/30/20; Docket No. 9128	10/1/20 – 10/31/20	\$2,229.92	\$0.00	\$1,783.94	\$0.00	N/A
1/29/21; Docket No. 9274	11/1/20 – 12/31/20	\$1,659.34 (payment of 80% or \$1,327.47)	\$70.00	\$1,327.47 (80% of \$1,659.34)	\$70.00	\$331.87
3/1/21; Docket No. 9329	1/1/21 – 1/31/21	\$1,871.53 (payment of 80% or \$1,497.23)	\$0.00	\$1,497.23 (80% of \$1,871.53)	\$0.00	\$374.30

Prior Interim Applications

Date Filed; Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
8/14/19; Docket No. 4840	3/1/19 – 6/30/19	\$30,579.85	\$0.00	\$30,579.85	\$0.00
12/13/19; Docket No. 6214	7/1/19 – 10/31/19	\$446,260.50	\$4,801.46	\$446,260.50	\$4,801.46
4/14/20; Docket No. 7814	11/1/19 – 2/29/20	\$199,823.43	\$813.47	\$199,823.43	\$813.47
8/14/20; Docket No. 8377	3/1/20 – 6/30/20	\$4,409.78	\$0.00	\$4,409.78	\$0.00
12/15/20; Docket No. 9185	7/1/20 – 10/31/20	\$15,731.87	\$70.00	\$15,731.87	\$70.00
Total		\$697,787.18	\$5,684.93	\$697,787.18	\$5,684.93

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Allen, Richard M	Director	1.80	\$266.20	\$479.16
Brunswick, Gabriel	Director	1.00	\$266.20	\$266.20
Weiner, Shira D	Director	0.20	\$266.20	\$53.24
Porter, Christine C	Senior Consultant	4.10	\$235.90	\$967.19
Frans, Joudeleen	Consultant	1.20	\$211.70	\$254.04
	TOTAL	8.30		\$2,019.83³
	BLENDED RATE		\$243.35	

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Disbursements	7.10	\$1,700.39
Retention / Fee Application	1.20	\$319.44
TOTAL	8.30	\$2,019.83⁴

Summary of Expenses Incurred by Prime Clerk Employee During the Statement Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00

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^{3, 4} This amount has been discounted to \$1,413.88 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$170.35.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

Retention of Prime Clerk

3. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

Relief Requested

4. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

5. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$1,413.88 and payment of \$1,131.10, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

6. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Prime Clerk employee during the Statement Period, if any. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these cases, (ii) the time expended, (iii) the rates charged for such services, (iv) the nature and extent of the services rendered, (v) the value of such services and (vi) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$1,413.88 and payment of \$1,131.10, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: March 30, 2021
New York, New York

Prime Clerk LLC

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165
Telephone: (212) 257-5450
Email: sweiner@primeclerk.com

Administrative Agent to the Debtors

Exhibit A

Fee Detail

Hourly Fees by Employee through February 2021

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
KAC	Champagnie, Kadeem A	SC - Senior Consultant	0.50	\$170.80	\$85.40
SABR	Brodeur, Sarah	SA - Solicitation Consultant	0.50	\$209.40	\$104.70
MMB	Brown, Mark M	SA - Solicitation Consultant	19.30	\$209.40	\$4,041.42
MJCA	Carpenter, Mary J	SA - Solicitation Consultant	0.40	\$209.40	\$83.76
GRD	DePalma, Greg R	SA - Solicitation Consultant	4.30	\$209.40	\$900.42
AJAD	Jadonath, Anna	SA - Solicitation Consultant	5.10	\$209.40	\$1,067.94
CLL	Liu, Calvin L	SA - Solicitation Consultant	0.90	\$209.40	\$188.46
TRLM	Mackey, Tessa Rose Lord	SA - Solicitation Consultant	2.20	\$209.40	\$460.68
JPL	Plerqui, Justin	SA - Solicitation Consultant	1.30	\$209.40	\$272.22
NCS	Scully, Nickesha C	SA - Solicitation Consultant	4.70	\$209.40	\$984.18
ZS	Steinberg, Zachary	SA - Solicitation Consultant	7.00	\$209.40	\$1,465.80
RJV	Vyskocil, Ryan J	SA - Solicitation Consultant	17.60	\$209.40	\$3,685.44
LZ	Zarzuela, Leonel	SA - Solicitation Consultant	0.90	\$209.40	\$188.46
GB	Brunswick, Gabriel	DI - Director	2.60	\$214.90	\$558.74
STCO	Corr, Stacey	DI - Director	3.40	\$214.90	\$730.66
ACON	Concepcion, Alexa	DS - Director of Solicitation	1.10	\$231.50	\$254.65
JFD	Daloia, James F	DS - Director of Solicitation	1.10	\$231.50	\$254.65
CJ	Johnson, Craig	DS - Director of Solicitation	44.50	\$231.50	\$10,301.75
ATO	Orchowski, Alex T	DS - Director of Solicitation	37.10	\$231.50	\$8,588.65
DS	Sharp, David	DS - Director of Solicitation	4.20	\$231.50	\$972.30
TOTAL:			158.70		\$35,190.28

Hourly Fees by Task Code through February 2021

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Credit Inquiry	26.00	\$5,691.92

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RETN	Retention / Fee Application	1.10	\$236.39
SOLI	Solicitation	131.60	\$29,261.97
TOTAL:		158.70	\$35,190.28

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
02/01/21	ATO	DS	Review solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.70
02/01/21	ATO	DS	Confer with M. Dubin and H. Baer (Prime Clerk) related to solicitation logistics	Solicitation	0.40
02/01/21	MMB	SA	Confer and coordinate with C. Johnson (Prime Clerk) re upcoming solicitation (.1); quality assurance review and edit of draft solicitation directive (1.7)	Solicitation	1.80
02/02/21	CJ	DS	Coordinate review of draft solicitation procedures and solicitation directive for purposes of providing comments thereto	Solicitation	0.50
02/03/21	ATO	DS	Review solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	4.20
02/03/21	ATO	DS	Confer with C. Johnson (Prime Clerk) re revisions to proposed master solicitation directive procedures plan	Solicitation	0.40
02/03/21	CJ	DS	Review and provide comments to proposed master solicitation directive procedures plan	Solicitation	1.10
02/03/21	CJ	DS	Review and provide comments to proposed motion to approve disclosure statement and draft solicitation and tabulation procedures	Solicitation	1.40
02/03/21	CJ	DS	Review and provide comments to proposed solicitation procedures	Solicitation	1.60
02/03/21	CJ	DS	Confer with A. Orchowski (Prime Clerk) re proposed revisions to master solicitation directive procedures plan	Solicitation	0.40
02/03/21	CJ	DS	Review and revise chart of precedent solicitations and milestones to permit crafting of communications responses and FAQs	Call Center / Credit Inquiry	1.10
02/03/21	DS	DS	Monitor and review solicitation emails	Solicitation	0.60
02/03/21	MJCA	SA	Review and analyze solicitation procedures to be implemented in upcoming solicitation	Solicitation	0.20
02/04/21	ACON	DS	Telephone conference with J. Daloia, A. Orchowski, C. Johnson, S. Kesler and R. Vyskocil (Prime Clerk) re proposed solicitation procedures	Solicitation	1.10
02/04/21	ATO	DS	Review solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.80
02/04/21	ATO	DS	Respond to inquiries from D. Consola (Davis Polk) related to solicitation logistics	Solicitation	0.30
02/04/21	ATO	DS	Telephone conference with J. Daloia, C. Johnson, A. Concepcion, S. Kesler and R. Vyskocil (Prime Clerk) re proposed solicitation procedures	Solicitation	1.10
02/04/21	CJ	DS	Telephone conference with J. Daloia, A. Orchowski, A. Concepcion, S. Kesler and R. Vyskocil (Prime Clerk) re	Solicitation	1.10

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			proposed solicitation procedures		
02/04/21	CJ	DS	Confer and coordinate with R. Posner (Teneo) regarding precedent for timetable of solicitaitons for purposes of fashioning FAQs	Call Center / Credit Inquiry	0.10
02/04/21	CJ	DS	Collect precedents and review and revise draft solicitation materials including solicitation procedures and directives	Solicitation	0.80
02/04/21	DS	DS	Monitor and review solicitation emails	Solicitation	0.60
02/04/21	JFD	DS	Telephone conference with C. Johnson, A. Orchowski, A. Concepcion, S. Kesler, and R. Vyskocil (Prime Clerk) re proposed solicitation procedures	Solicitation	1.10
02/04/21	MMB	SA	Confer and coordinate with C. Johnson (Prime Clerk) re upcoming solicitation (.1); quality assurance review and edit of draft solicitation documents (1.5)	Solicitation	1.60
02/04/21	RJV	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.50
02/04/21	RJV	SA	Confer and coordinate with C. Johnson, J. Daloia, A. Orchowski and A. Concepcion (Prime Clerk) re solicitation logistics	Solicitation	1.00
02/05/21	ATO	DS	Review solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.80
02/05/21	ATO	DS	Respond to inquiries from D. Consola (Davis Polk) related to solicitation logistics	Solicitation	0.70
02/05/21	CJ	DS	Confer with A. Orchowski and R. Vyskocil (Prime Clerk) re proposed solicitation procedures	Solicitation	0.30
02/05/21	CJ	DS	Review and revise informational materials for law firms re solicitation directive	Solicitation	1.80
02/05/21	LZ	SA	Review and analyze materials and procedures to be implemented in claims registration process	Solicitation	0.40
02/05/21	RJV	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.50
02/05/21	RJV	SA	Confer and coordinate with A. Orchowski and C. Johnson (Prime Clerk) re upcoming directive mailing mechanics	Solicitation	2.00
02/05/21	TRLM	SA	Confer and coordinate with A. Orchowski and R. Vyskocil (Prime Clerk) re directive mailings	Solicitation	0.80
02/05/21	TRLM	SA	Confer and coordinate with A. Orchowski, R. Vyskocil and J. Hughes (Prime Clerk) re attorney and claim report	Solicitation	0.90
02/08/21	ATO	DS	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.70
02/08/21	ATO	DS	Respond to inquiries from D. Consola (Davis Polk) regarding solicitation	Solicitation	1.20
02/08/21	ATO	DS	Telephone conference with C. Pullo, C. Johnson, and R. Vyskocil (Prime Clerk); D. Consola, D. Klein, and C. Robertson (Davis Polk); A. Pries and S. Brauner (Akin); and various attorneys representing tort claimants re plan solicitation directive	Solicitation	0.80
02/08/21	CJ	DS	Research and respond to solicitation process question from D. Consola (Davis Polk)	Solicitation	0.30

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02/08/21	CJ	DS	Confer with C. Pullo (Prime Clerk) re plan solicitation directive	Solicitation	0.20
02/08/21	CJ	DS	Confer with J. Daloia (Prime Clerk) re proposed revisions to process of compiling and processing client lists from law firms	Solicitation	0.10
02/08/21	CJ	DS	Review and provide comment to draft motion to approve disclosure statement, solicitation and tabulation procedures and plan solicitation directive and circulate the revised documents to D. Consla (Davis Polk)	Solicitation	3.60
02/08/21	CJ	DS	Review edits to power point presentation of plan solicitation directive circulated by D. Consla (Davis Polk) in preparation for telephone conference with law firms to discuss the details for the directive	Solicitation	1.20
02/08/21	CJ	DS	Telephone conference with C. Pullo, A. Orchowski, and R. Vyskocil (Prime Clerk); D. Consla, D. Klein, and C. Robertson (Davis Polk); A. Pries and S. Brauner (Akin); and various attorneys representing tort claimants re plan solicitation directive	Solicitation	0.70
02/08/21	CJ	DS	Confer with A. Orchowski and R. Vyskocil (Prime Clerk) re proposed revisions to plan solicitation directive and solicitation and tabulation procedures	Solicitation	0.40
02/08/21	JPL	SA	Telephone conference with C. Johnson, R. Vyskocil, H. Baer, I. Nikelsberg, E. Usitalo, and J. Hughes (Prime Clerk) re compiling service lists for serving notice of plan solicitation directive	Solicitation	0.40
02/08/21	LZ	SA	Confer and coordinate with A. Orchowski (Prime Clerk) re solicitation claims register information	Solicitation	0.50
02/08/21	MMB	SA	Review correspondence with Prime Clerk case team (H. Taatjes, H. Brodeur, C. Johnson), Miller Legal Services (P. Egloff), creditors, and nominees related to ongoing solicitation	Solicitation	0.20
02/08/21	MMB	SA	Confer and coordinate with C. Johnson (Prime Clerk) re upcoming solicitation (.1); quality assurance review and edit of draft solicitation process power point presentation (.7)	Solicitation	0.80
02/08/21	RJV	SA	Telephone conference with C. Pullo, C. Johnson, A. Orchowski (Prime Clerk) and D. Consla (Paul Weiss) re law firm master solicitation directive	Solicitation	0.80
02/08/21	SABR	SA	Confer and coordinate with A. Orchowski and C. Johnson (Prime Clerk) re attorney and claim report quality assurance review	Solicitation	0.50
02/08/21	TRLM	SA	Confer and coordinate with A. Orchowski and H. Baer (Prime Clerk) re attorney and claim report QA	Solicitation	0.50
02/09/21	ATO	DS	Confer with C. Johnson and R. Vyskocil (Prime Clerk) re proposed revisions to plan solicitation directive and solicitation and tabulation procedures	Solicitation	0.40
02/09/21	ATO	DS	Respond to inquiries from D. Consla (Davis Polk) related to solicitation	Solicitation	1.10
02/09/21	ATO	DS	Coordinate with C. Johnson and R. Vyskocil (Prime Clerk) re proposed revised language to the plan solicitation directive	Solicitation	1.10

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			and solicitation and tabulation procedures		
02/09/21	ATO	DS	Telephone conference with C. Johnson, R. Vyskocil, H. Baer, I. Nikelsberg, E. Usitalo, and J. Hughes (Prime Clerk) re compiling service lists for serving notice of plan solicitation directive	Solicitation	0.40
02/09/21	CJ	DS	Review and revise updated drafts of solicitation and tabulation procedures and solicitation directive	Solicitation	1.30
02/09/21	CJ	DS	Review further revisions to power point presentation to be used to instruct law firms on plan solicitation directive	Solicitation	0.50
02/09/21	CJ	DS	Coordinate with M. Brown (Prime Clerk) re quality assurance review of revised solicitation materials	Solicitation	0.20
02/09/21	CJ	DS	Coordinate with A. Orchowski and R. Vyskocil (Prime Clerk) re proposed revised language to the plan solicitation directive	Solicitation	1.10
02/09/21	CJ	DS	Confer and correspond with D. Consola (Davis Polk) re proposed revisions to the solicitation procedures	Solicitation	0.30
02/09/21	DS	DS	Monitor and review solicitation emails	Solicitation	0.90
02/09/21	MJCA	SA	Confer and coordinate with R. Vyskocil (Prime Clerk) re upcoming solicitation	Solicitation	0.10
02/09/21	MMB	SA	Confer and coordinate with C. Johnson (Prime Clerk) re upcoming solicitation (.1); quality assurance review and edit of draft solicitation process power point presentation (2.3)	Solicitation	2.40
02/09/21	MMB	SA	Confer and coordinate with C. Johnson (Prime Clerk) re upcoming solicitation (.2); quality assurance review and edit of draft disclosure statement approval motion and solicitation documents (1.6)	Solicitation	1.80
02/09/21	RJV	SA	Confer and coordinate with C. Johnson and A. Orchowski (Prime Clerk) re law firm directive	Solicitation	0.50
02/09/21	STCO	DI	Review and analyze updated solicitation materials	Solicitation	1.00
02/10/21	ATO	DS	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.50
02/10/21	CJ	DS	Confer with A. Orchowski and R. Vyskocil (Prime Clerk) re proposed revisions to solicitation and tabulation procedures	Solicitation	0.40
02/10/21	CJ	DS	Research precedent cases and review and provide comments to solicitation and tabulation procedures	Solicitation	1.10
02/10/21	CJ	DS	Telephone conference with Prime Clerk team (S. Weiner, G. Brunswick, A. Adler, B. Steele and H. Baer) re proposed edits to the solicitation and tabulation procedures related to privacy matters	Solicitation	0.40
02/10/21	CJ	DS	Coordinate with M. Brown (Prime Clerk) re FAQs for solicitation and tabulation	Call Center / Credit Inquiry	0.10
02/10/21	CLL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.90
02/10/21	JPL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.40
02/10/21	MMB	SA	Review correspondence with Prime Clerk case team (C. Johnson, A. Orchowski, R. Vyskocil and A. Jaffar) and Davis	Solicitation	0.20

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			Polk (D. Consla) related to Plan solicitation		
02/11/21	ATO	DS	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.60
02/11/21	ATO	DS	Coordinate with C. Johnson and R. Vyskocil (Prime Clerk) re further suggested edits to proposed solicitation and tabulation procedures	Solicitation	0.50
02/11/21	ATO	DS	Coordinate with C. Johnson, S. Kelser and R. Vyskocil (Prime Clerk) re proposed language to accompany plan solicitation directive and client lists	Solicitation	0.20
02/11/21	CJ	DS	Research precedent cases and review and revise proposed plan solicitation directive and instructions for submission of client lists	Solicitation	1.10
02/11/21	CJ	DS	Review and revise draft exhibits to the motion to approve the disclosure statement	Solicitation	1.90
02/11/21	CJ	DS	Coordinate with G. Brunswick (Prime Clerk) re proposed solicitation and tabulation procedures	Solicitation	0.20
02/11/21	CJ	DS	Coordinate with A. Orchowski and R. Vyskocil (Prime Clerk) re further suggested edits to proposed solicitation and tabulation procedures	Solicitation	0.50
02/11/21	CJ	DS	Coordinate with A. Orchowski, S. Kelser and R. Vyskocil (Prime Clerk) re proposed language to accompany plan solicitation directive and client lists	Solicitation	0.20
02/11/21	CJ	DS	Coordinate with M. Brown (Prime Clerk) re: draft FAQs for solicitation	Call Center / Credit Inquiry	0.10
02/11/21	CJ	DS	Review and revise proposed draft FAQs	Call Center / Credit Inquiry	0.50
02/11/21	CJ	DS	Communicate with D. Consla (DPW) re draft solicitation and tabulation materials	Solicitation	0.20
02/11/21	GB	DI	Review and provide comments to draft solicitation materials	Solicitation	0.70
02/11/21	MJCA	SA	Confer and coordinate with S. Kesler (Prime Clerk) re upcoming solicitation	Solicitation	0.10
02/11/21	MMB	SA	Coordinate with C. Johnson (Prime Clerk) re: draft FAQs for solicitation (.1); update FAQ materials (1.6)	Call Center / Credit Inquiry	1.70
02/12/21	ATO	DS	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.10
02/12/21	ATO	DS	Respond to inquiries from D. Consla (Davis Polk) related to solicitation	Solicitation	1.00
02/12/21	CJ	DS	Review and revise certain provisions of draft plan solicitation directive	Solicitation	1.10
02/12/21	CJ	DS	Revise projected timetable re solicitation and tabulation	Solicitation	0.20
02/12/21	CJ	DS	Coordinate with A. Orchowski and R. Vyskocil (Prime Clerk) re further edits to procedures governing plan solicitation directive and the submissions thereof	Solicitation	0.30
02/12/21	CJ	DS	Coordinate with A. Orchowski, R. Vyskocil, S. Kesler, M. Brown, and M. Carpenter (Prime Clerk) re drafting FAQs for solicitation	Call Center / Credit Inquiry	0.20

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02/12/21	CJ	DS	Draft FAQs for solicitation and tabulation	Call Center / Credit Inquiry	1.30
02/12/21	GB	DI	Review and provide comments to solicitation materials	Solicitation	0.80
02/12/21	KAC	SC	Prepare for and participate in telephone conference with K. Sutherland-Smith (White & Case) re solicitation procedures	Solicitation	0.50
02/12/21	MMB	SA	Review correspondence with case team (C. Johnson, A. Orchowski, G. Brunswick, S. Kesler, S. Weiner, R. Vyskocil) and counsel (D. Consla at Davis) related to Plan solicitation	Solicitation	0.30
02/15/21	CJ	DS	Confer with R. Vyskocil (Prime Clerk) re FAQs for solicitation	Call Center / Credit Inquiry	0.10
02/15/21	CJ	DS	Coordinate the editing of draft FAQs for use in upcoming solicitation	Call Center / Credit Inquiry	1.20
02/15/21	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Credit Inquiry	2.30
02/15/21	RJV	SA	Prepare FAQs related to upcoming solicitation mailing	Call Center / Credit Inquiry	1.80
02/16/21	CJ	DS	Coordinate preparation of FAQs for solicitation and tabulation	Call Center / Credit Inquiry	0.70
02/16/21	DS	DS	Monitor and review solicitation emails	Solicitation	0.80
02/16/21	GRD	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.20
02/16/21	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Credit Inquiry	2.10
02/16/21	RJV	SA	Prepare FAQs related to upcoming solicitation mailing	Call Center / Credit Inquiry	1.50
02/16/21	ZS	SA	Prepare solicitation matrix for future solicitation mailing	Solicitation	4.30
02/17/21	ATO	DS	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.70
02/17/21	DS	DS	Monitor and review solicitation emails	Solicitation	0.60
02/17/21	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Credit Inquiry	3.90
02/17/21	RJV	SA	Prepare FAQs related to upcoming solicitation mailing	Call Center / Credit Inquiry	1.50
02/17/21	RJV	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
02/18/21	ATO	DS	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.60
02/18/21	DS	DS	Monitor and review solicitation emails	Solicitation	0.70
02/18/21	GRD	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.10
02/18/21	RJV	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.50
02/18/21	ZS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.20
02/19/21	AJAD	SA	Review and analyze solicitation materials and procedures to	Solicitation	2.00

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			be implemented in upcoming solicitation		
02/19/21	ATO	DS	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.20
02/19/21	MMB	SA	Review correspondence with Prime Clerk case team (A. Orchowski, R. Vyskocil, F. Joudeleen, K. Champagne, C. Johnson, C. Finegan) and DPW (D. Consla, S. Ford) related to Plan solicitation	Solicitation	0.20
02/19/21	NCS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
02/19/21	RJV	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.70
02/19/21	ZS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.50
02/22/21	AJAD	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.50
02/22/21	ATO	DS	Confer with R. Vyskocil (Prime Clerk) regarding publication of the confirmation hearing notice	Solicitation	0.30
02/22/21	ATO	DS	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.50
02/22/21	ATO	DS	Telephone conference with C. Johnson and R. Vyskocil (Prime Clerk) regarding publication of the confirmation hearing notice	Solicitation	0.50
02/22/21	CJ	DS	Review and revise draft motion to approve solicitation procedures, solicitation procedures, law firm solicitation directive and accompanying notices	Solicitation	3.40
02/22/21	CJ	DS	Confer and coordinate with A. Orchowski, R. Vyskocil, and S. Kesler (Prime Clerk) re edits to revised solicitation documents	Solicitation	0.50
02/22/21	JPL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.50
02/22/21	NCS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
02/22/21	RJV	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.50
02/23/21	CJ	DS	Review and revise draft motion to approve solicitation procedures, solicitation procedures, law firm solicitation directive and accompanying notices	Solicitation	2.30
02/23/21	CJ	DS	Telephone conference with S. Ford (DPW) re suggested edits to solicitation procedures	Solicitation	0.20
02/23/21	CJ	DS	Confer and coordinate with A. Orchowski, S. Kesler, and R. Vyskocil (Prime Clerk) re edits to revised solicitation documents	Solicitation	0.60
02/23/21	GB	DI	Draft monthly fee statement	Retention / Fee Application	1.10
02/23/21	NCS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	0.70
02/23/21	RJV	SA	Review and analyze solicitation materials and procedures to	Solicitation	1.80

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			be implemented in upcoming solicitation		
02/24/21	AJAD	SA	Review and analyze solicitation procedures to be implemented in upcoming solicitation	Solicitation	0.80
02/24/21	ATO	DS	Prepare and review internal list of FAQs in preparation for solicitation	Solicitation	2.30
02/24/21	CJ	DS	Telephone conference with Prime Clerk team (S. Weiner, G. Brunswick, A. Adler, B. Steele, H. Baer) re proposed edits to the solicitation and tabulation procedures related to privacy matters	Solicitation	0.30
02/24/21	NCS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
02/24/21	STCO	DI	Review and comment on publication notice; correspondence with R. Vyskocil and J. Finnegan (Prime Clerk) regarding same	Solicitation	1.00
02/25/21	ATO	DS	Prepare and review internal list of FAQs in preparation for solicitation	Solicitation	1.00
02/25/21	CJ	DS	Supervise compilation and revision of draft solicitation and tabulation FAQs	Call Center / Credit Inquiry	0.50
02/25/21	NCS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
02/25/21	STCO	DI	Review and provide comments to publication notice; correspondence with A. Orchowski and R. Vyskocil (Prime Clerk) regarding same	Solicitation	1.40
02/26/21	AJAD	SA	Review and analyze solicitation procedures to be implemented in upcoming solicitation	Solicitation	0.80
02/26/21	ATO	DS	Prepare and review internal list of FAQs in preparation for solicitation	Solicitation	1.00
02/26/21	CJ	DS	Review and revise solicitation and tabulation FAQs	Call Center / Credit Inquiry	3.80
02/26/21	CJ	DS	Coordinate with A. Orchowski and R. Vyskocil (Prime Clerk) re finalizing draft solicitation and tabulation FAQs	Call Center / Credit Inquiry	0.30
02/27/21	CJ	DS	Conduct further review and solicit feedback from K. Brountzas (Prime Clerk) re draft solicitation and tabulation FAQs	Call Center / Credit Inquiry	0.50
02/27/21	CJ	DS	Coordinate with G. Brunswick and S. Weiner (Prime Clerk) re draft solicitation and tabulation FAQs	Call Center / Credit Inquiry	0.20
Total Hours					158.70

Exhibit B

Detail of Expenses Incurred by Prime Clerk Employees During the Statement Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00